

2. WellPoint, Inc. is a corporation organized under the laws of the State of Indiana. ATH Holding Company, LLC (hereinafter referred to as “ATH”) is an Indiana limited liability company and a direct wholly owned subsidiary of WellPoint, Inc. WellPoint Merger Sub, Inc. (hereinafter referred to as “Merger Sub”) is a Delaware corporation and a direct wholly owned

subsidiary of ATH (WellPoint, Inc., ATH and Merger Sub are hereinafter collectively referred to as "WellPoint").

3. The proposed acquisition, as filed with the Department of Commerce and Insurance (hereinafter referred to as "Department"), calls for Merger Sub to be merged with and into AGP. Immediately upon the consummation of the merger, the separate corporate existence of Merger Sub will cease, and AGP will continue as the surviving corporation and as an indirect wholly owned subsidiary of WellPoint, Inc., such that WellPoint, Inc. will indirectly acquire 100% of the outstanding voting securities of AGP and will thereby acquire control of 100% of the outstanding voting securities of Amerigroup Tennessee. Such transaction is hereinafter referred to as the "proposed acquisition."

4. On and after the effective date of the proposed acquisition, Amerigroup Tennessee will continue to operate as a Tennessee health maintenance organization and be subject to and governed by the laws of the State of Tennessee as such.

5. The constituent companies have filed with the Commissioner all of the materials contemplated and required for the proposed acquisition by Tenn. Code Ann. § 56-11-103.

6. After the proposed acquisition has been consummated, Amerigroup Tennessee will be able to satisfy all requirements for the issuance of a license to engage in the activities for which it is presently licensed.

7. The effect of the proposed acquisition of control will not substantially lessen competition in this state or tend to create a monopoly in this state.

8. Upon consummation of the proposed acquisition, the financial condition of WellPoint will not be such as might jeopardize the financial stability of Amerigroup Tennessee, or prejudice the interests of Amerigroup Tennessee's policyholders.

9. WellPoint has no plans or proposals to wind down or liquidate Amerigroup Tennessee, sell its assets or consolidate or merge it with any person, or to make any other material change in its business or corporate structure or management as a result of consummating the proposed acquisition, and the proposed acquisition is not unfair or unreasonable to the policyholders of Amerigroup Tennessee, nor is it not in the public interest.

10. The competence, experience and integrity of those persons who would control the operation of Amerigroup Tennessee following consummation of the proposed acquisition are not such that it would be against the interest of the policyholders of Amerigroup Tennessee, and the competence, experience and integrity of such persons is in accordance with the interests of the public so as to permit the proposed acquisition.

11. The proposed acquisition of Amerigroup Tennessee by WellPoint is not likely to be hazardous or prejudicial to the insurance buying public.

CONCLUSIONS OF LAW

12. Tenn. Code Ann. §§ 56-32-122 and 56-11-103(d)(1) provide that the commissioner shall approve any merger or other acquisition of control of a health maintenance organization (a) unless, after a public hearing thereon, the commissioner finds that:

(A) After the change of control, the health maintenance organization would not be able to satisfy the requirements for the issuance of a license to write the line or lines of insurance for which it is presently licensed;

(B) The effect of the merger or other acquisition of control would be substantially to lessen competition in insurance in this state or tend to create a monopoly therein. In applying the competitive standard in this subdivision (d)(1)(B):

(i) The informational requirements of § 56-11-104(c)(1) and the standards of § 56-11-104(d)(2) shall apply;

(ii) The merger or other acquisition shall not be disapproved if the commissioner finds that any of the situations meeting the criteria provided by § 56-11-104(d)(3) exist; and

(iii) The commissioner may condition the approval of the merger or other acquisition on the removal of the basis of disapproval within a specified period of time;

(C) The financial condition of any acquiring party is such as might jeopardize the financial stability of the health maintenance organization, or prejudice the interest of its policyholders;

(D) The plans or proposals which the acquiring party has to liquidate the health maintenance organization, sell its assets or consolidate or merge it with any person, or to make any other material change in its business or corporate structure or management, are unfair and unreasonable to policyholders of the health maintenance organization and not in the public interest;

(E) The competence, experience and integrity of those persons who would control the operation of the health maintenance organization are such that it would not be in the interest of policyholders of the health maintenance organization and of the public to permit the merger or other acquisition of control; or

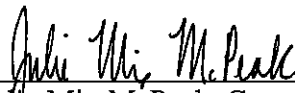
(F) The acquisition is likely to be hazardous or prejudicial to the insurance buying public.

13. Applying the standards delineated in Tenn. Code Ann. § 56-11-103(d)(1)(A)-(F) to the proposed transaction, as established by the filing made in this matter, the Findings of Fact contained herein, and the record taken as a whole, the proposed transaction meets the statutory standards for approval by the Commissioner.

ORDER


Accordingly, based upon the above Findings of Fact and Conclusions of Law, it is hereby **ORDERED** that the plan of acquisition filed by WellPoint, Inc., ATH Holding Company, LLC, and WellPoint Merger Sub, Inc. to acquire control of Amerigroup Tennessee, Inc. is **APPROVED**.

ENTERED this the 2nd day of October, 2012.




Julie Mix McPeak, Commissioner
State of Tennessee
Department of Commerce and Insurance

APPROVED FOR ENTRY:



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